

TRUST; PUTNAM VARIABLE TRUST – PVT )  
 DIVERSIFIED INCOME FUND; PUTNAM )  
 VARIABLE TRUST – PVT HIGH YIELD FUND; )  
 QDRF MASTER LTD.; QUANTUM PARTNERS )  
 LLC; RACE POINT CLO, LIMITED; REDWOOD )  
 MASTER FUND, LTD.; RELIANCE STANDARD )  
 LIFE INSURANCE COMPANY; RESTORATION )  
 FUNDING CLO LTD.; ROSEMONT CLO, LTD.; )  
 SAFETY NATIONAL CASUALTY CORP.; )  
 SANKATY HIGH YIELD PARTNER II, L.P.; )  
 SATELLITE SENIOR INCOME FUND, LLC; )  
 SAWGRASS TRADING LLC; SCUDDER )  
 FLOATING RATE FUND; SEABOARD CLO 2000 )  
 LTD.; SENECA CAPITAL, L.P.; SENIOR DEBT )  
 PORTFOLIO; SEQUILLS – CENTURION V LTD.; )  
 SEQUILLS-ING (HBDGM) LTD.; SEQUILLS- )  
 LIBERTY, LTD.; SEQUILLS-MAGNUM LTD.; )  
 SEQUILLS-PILGRIM I, LTD.; SIERRA CLO I LTD.; )  
 SIGNATURE 1A (CAYMAN), LTD.; )  
 SKANDINAVISKA ENSKILDA BANKEN (AB); SL )  
 LOANS I LIMITED; SOF INVESTMENTS, L.P.; )  
 SPRUGOS INVESTMENTS IV, LLC; SRF 2000 )  
 LLC; SRS STRATEGIES (CAYMAN), L.P.; SRV- )  
 HIGHLAND, INC.; STANFIELD ARBITRAGE CDO )  
 LTD.; STANFIELD CLO, LTD.; STANFIELD )  
 QUATTRO CLO, LTD.; STANFIELD RMF )  
 TRANSATLANTIC CDO LTD.; STATE OF SOUTH )  
 DAKOTA RETIREMENT SYSTEM; STEIN ROE & )  
 FARNHAM CLO I LTD.; STEPHEN ADAMS )  
 LIVING TRUST; SUNAMERICA SENIOR )  
 FLOATING RATE, INC.; SYNDICATED LOAN )  
 FUNDING TRUST; THE ING CAPITAL SENIOR )  
 SECURED HIGH INCOME HOLDINGS FUND, )  
 LTD.; THE PRESIDENT & FELLOWS OF )  
 HARVARD COLLEGE; THIRD AVENUE TRUST; )  
 THRACIA LLC; TRAVELERS CORPORATE LOAN )  
 FUND, INC.; TRYON CLO LTD. 2000-1; TUSCANY )  
 CDO LTD.; TYLER TRADING, INC.; UNIVERSITY )  
 OF CHICAGO; VAN KAMPEN PRIME RATE )  
 INCOME TRUST; VAM KAMPEN SENIOR )  
 FLOATING RATE FUND; VAM KAMPEN SENIOR )  
 INCOME TRUST; VENTURE CDO 2002, LIMITED; )  
 WESTMINSTER BANK PLC; WHITNEY PRIVATE )  
 DEBT FUND, L.P.; WINDSOR LOAN FUNDING, )

LIMITED; WINGED FOOT FUND TRUST; JOHN )  
DOE NOS. 1-100; and JOHN DOE, INC. NOS. 1-100, )  
 )  
Defendants. )  
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Plaintiffs, Adelphia Communications Corporation ("Adelphia") and its affiliated debtors and debtors in possession in case numbers 02-12834 (REG) through 02-41957 (REG) (the "Debtors") and the Official Committee of Unsecured Creditors of Adelphia Communications Corporation and its affiliated debtors (the "Committee"), for their complaint against Defendants, allege, upon information and belief, as follows:

#### **SUMMARY OF ACTION**

1. This action seeks to redress Defendants' knowing participation, substantial assistance and complicity in one of the most serious cases of systematic corporate looting and breach of fiduciary duty in American history.
2. The fraud at Adelphia and its affiliated Debtors did not involve any sophisticated accounting gimmicks. To the contrary, it involved simple larceny, but on a massive scale. The Rigas Family<sup>1</sup> used the Debtors as its piggy bank to fund personal expenses at will and to maintain voting control over Adelphia. The Rigas Family siphoned away over \$3.4 billion from the Debtors -- funds knowingly and eagerly loaned by Defendants -- rendering the Debtors bankrupt and insolvent.

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<sup>1</sup> Capitalized terms not defined in the Summary of Action are defined infra.

3. The Rigas Family's scheme could not have succeeded without Defendants' assistance. Certain of the Defendants -- the Co-Borrowing Lenders -- funded the fraud by extending undisclosed senior loans to the Rigas Family secured by the Debtors' assets. Other Defendants -- the Investment Banks, each of which was affiliated with a Co-Borrowing Lender -- solicited the purchase of debt and equity securities junior in right of payment to their senior loans without disclosing the pervasive fraud suffusing the Debtors' business.

4. The Rigas Family's principal tools in their fraudulent scheme, and their primary source of ill-gotten gains from that scheme, were the syndicated loans known as "Co-Borrowing Facilities." The structure of those facilities was unprecedented for a major public company such as Adelphia: each "co-borrower" -- whether an indirect Adelphia subsidiary or an unaffiliated entity owned by the Rigas Family -- could borrow the entire amount of the facilities (up to approximately \$5.6 billion) without regard to its ability to repay and with all other co-borrowers being jointly and severally liable to repay the loans.

5. Neither the Rigas Family nor the Co-Borrowing Lenders created a borrowing structure that held the respective co-borrowers accountable based on appropriate borrowing capacity, actual borrowings and their balance sheets. No attempt was made to recognize -- much less respect -- the corporate separateness and disparate financial resources of the Debtors and entities owned by the Rigas Family. Instead, the Rigas Family and certain of the Co-Borrowing Lenders structured the Co-Borrowing Facilities knowing that entities controlled by the Rigas Family were entitled to draw -- and in fact did draw -- billions of dollars under the Co-Borrowing Facilities; that such entities owned a disproportionately small amount of the assets from which the Co-Borrowing Lenders could realistically expect repayment; and that such

entities in fact would not be able to repay their borrowings, but instead would saddle the Debtors with a massive bill for loans that the Debtors did not utilize.

6. The primary purpose and the plain effect of each of the Co-Borrowing Facilities at issue in this action was to use the Debtors' assets to give the Rigas Family access to billions of dollars that only the Debtors would have the wherewithal to repay, and to enable the Rigas Family to maintain control over the Debtors by using a substantial portion of those dollars to acquire Adelphia stock and other securities. The very structure of the Co-Borrowing Facilities -- a structure that the Co-Borrowing Lenders created and approved -- provided the principal means by which the Rigas Family's looting could and did occur. Moreover, the Co-Borrowing Lenders actually knew or recklessly disregarded the fact that the looting occurred as soon as the Co-Borrowing Facilities closed and that it continued thereafter.

7. Defendants knew that the Rigas Family used the proceeds of the Co-Borrowing Facilities and other loans made available to them to enrich themselves at the Debtors' expense and to maintain voting control of Adelphia. The Rigas Family used the Co-Borrowing Lenders' funds to, among other things:

- acquire nearly \$2 billion of securities issued by Adelphia and underwritten by certain of the Defendant Investment Banks;
- repay approximately \$252 million of margin loans owed by Highland Communications, an entity owned by the Rigas Family, to certain of the Defendants' private banking or brokerage affiliates;
- acquire for its own account more than \$700 million in cable television systems;
- fund expenses related to its privately-held Buffalo Sabres professional hockey team;
- construct a golf course on land owned by the Rigas Family; and

- cause the Debtors to enter into fraudulent transactions with certain Rigas Family-owned businesses.

These transactions did not benefit the Debtors. To the contrary, the Rigas Family designed these transactions to fraudulently secrete assets from the Debtors to the Rigas Family's personal interests.

8. Each of the Defendants actually knew or recklessly disregarded the fact that the Rigas Family was using the Co-Borrowing Facilities to defraud the Debtors, their creditors and other stakeholders. Since well before the closing of the Co-Borrowing Facilities until shortly before the Debtors' bankruptcy filings, many of the Defendants provided significant underwriting, investment banking, advisory and other financial services to the Debtors and the Rigas Family. As a result of their extensive relationship with the Debtors and the Rigas Family, these Defendants obtained confidential information concerning the financial affairs of the Debtors and the Rigas Family. In addition, before each of the Co-Borrowing Facilities closed, the Rigas Family disclosed to the Co-Borrowing Lenders that hundreds of millions of dollars of the loan proceeds would be used to fund personal expenses and investments of the Rigas Family. Defendants knew, or recklessly chose to disregard, the intended fraudulent uses of the Co-Borrowing Facilities.

9. Worse still, the Co-Borrowing Lenders lent the Debtors billions of dollars with knowledge or reckless disregard of the fact that the Rigas Family was causing the Debtors to fraudulently conceal from the public and other creditors up to \$3.4 billion of their balance sheet liabilities under the Co-Borrowing Facilities. Indeed, while each of the Defendants had access to non-public information that disclosed the actual amount of Adelphia's liabilities under the Co-Borrowing Facilities and other bank debt, the Investment Banks induced other creditors

to loan the Debtors billions of dollars based on fraudulent financial statements that grossly understated such obligations. None of these financial statements disclosed the true amount of debt that had been drawn by the Rigas Family (but for which the Debtors were fully liable) under the Co-Borrowing Facilities. Despite their knowledge of the fraudulent structure of the Co-Borrowing Facilities and the Rigas Family's fraudulent conduct, the Co-Borrowing Lenders approved each of the Co-Borrowing Facilities and continued to authorize extensions of credit thereunder.

10. The Agent Banks' *quid pro quo* for funding the Co-Borrowing Facilities was the Rigas Family's promise of lucrative underwriting and other fees to the Investment Banks (each an affiliate of an Agent Bank). To obtain these fees, several of the Agent Banks violated their own lending policies by extending credit in amounts far exceeding institutional exposure limits and by funding the facilities despite the Debtors' massive debt load, which far exceeded that of its competitors. Aware of obvious red flags, many of the Co-Borrowing Lenders merely rubber-stamped the Co-Borrowing Facilities so that their affiliated Investment Banks could earn hundreds of millions of dollars in fees.

11. Defendants BofA, Citibank, Deutsche Bank and others had other dubious reasons for approving the Co-Borrowing Facilities. These banks or their affiliates had advanced members of the Rigas Family hundreds of millions of dollars of personal margin loans secured by Adelphia stock. By approving the Co-Borrowing Facilities and draws thereunder, these Margin Lenders knew that they could rely on the Debtors' ability to repay the margin loans if the Rigas Family could not. When Adelphia's stock plummeted -- after the public disclosure of the fraud in March 2002 -- the Co-Borrowing Lenders continued to fund the Co-Borrowing Facilities despite (or, in some cases, because of) their knowledge that the proceeds would be used to repay

Rigas Family margin calls at the expense of other creditors. Just like the fraudulent uses of the Co-Borrowing Facilities, each of these margin loan payments was made with the intent to defraud creditors, who received no consideration from these transfers.

12. The fraud at Adelphia, began -- but certainly did not end -- with the Co-Borrowing Facilities. The Debtors used a central cash management system that, as Defendants were well aware, was a vehicle for the Rigas Family to commingle the Debtors' funds with those of unaffiliated entities owned by the Rigas Family, and ultimately to misappropriate those funds. After May 1999, the date the first of the relevant Co-Borrowing Facilities closed, Defendants knew or recklessly disregarded the fact that the Rigas Family used a significant portion of the proceeds of other bank loans for the benefit of the Rigas Family. The Non-Co-Borrowing Lenders -- many of whom also were Co-Borrowing Lenders -- also approved draws directly from Non-Co-Borrowing Facilities to the Rigas Family that they knew did not benefit the Debtors. Several of these loans, although made to the Debtors, were earmarked for the immediate transfer to bank lenders to Rigas Family entities in satisfaction of those entities' independent obligations.

13. The Agent Banks and Investment Banks saw the Debtors as enormous consumers of financial services and aggressively sought to exploit the Debtors' needs for their personal gain. These Defendants provided extensive advisory services to the Debtors and injected themselves into a position of confidence and trust wherein they offered counsel on numerous business and financial issues. These same Defendants, once having assumed fiduciary duties to the Debtors, almost immediately proceeded to breach those duties by, among other things, facilitating the Debtors' bankruptcy and insolvency.

14. The Debtors' Chapter 11 bankruptcy filings resulted from the massive fraud of the Rigas Family. The Debtors are deeply insolvent and their unsecured creditors are faced with the prospect that billions of dollars of their claims will not be repaid. In stark contrast, parties to the fraud, the Co-Borrowing Lenders and other Defendants, now seek to stand first in line to be repaid in full in the Debtors' bankruptcy proceedings. This fundamental injustice must be redressed. Accordingly, by this action, the Debtors and the Committee, on behalf of the Debtors and their estates, seek, among other things, to: (i) recover as fraudulent transfers the principal and interest paid by the Debtors on the Co-Borrowing Facilities, (ii) avoid as fraudulent obligations the Debtors' obligations, if any, to repay outstanding Co-Borrowing Facilities and other loans made by Defendants, (iii) recover damages for breaches of fiduciary duties to the Debtors and for aiding and abetting fraud and breaches of fiduciary duties by the Rigas Family, (iv) equitably subordinate, disallow or recharacterize each of the Co-Borrowing Lenders' claims in the Debtors' bankruptcy proceedings, (v) avoid and recover certain fraudulent and preferential transfers made to certain of the Defendants, and (vi) recover damages for violations of the Bank Holding Company Act.

#### **JURISDICTION AND VENUE**

15. This Court's jurisdiction is founded upon sections 157 and 1334 of title 28 of the United States Code, in that this proceeding arises under title 11 of the United States Code (the "Bankruptcy Code"), or arises in or is related to the above-captioned jointly administered chapter 11 cases under the Bankruptcy Code, which are pending in the United States Bankruptcy Court for the Southern District of New York.



16. This civil proceeding is a core proceeding under sections 157(b)(2)(A), (B), (C), (D), (H), (K) and (O) of title 28 of the United States Code.

17. Venue in this Court is appropriate under section 1409(a) of title 28 of the United States Code.

18. Plaintiffs bring this action pursuant to the authority granted to them in (i) the Stipulation and Order Authorizing the Creditors Committee to Prosecute Claims and Causes of Action against the Pre-Petition Agents and Pre-Petition Secured Lenders, dated July 2, 2003 (the "Authorization Stipulation"), and (ii) the Stipulation and Consent Order, dated October 9, 2002 (as subsequently amended and restated), among plaintiffs, certain of the Agent Banks, certain of the Investment Banks and others, as modified by the Stipulation and Consent Order Modifying Final Order (I) Authorizing Debtors (A) to Obtain Post-Petition Financing and (B) to Utilize Cash Collateral and (II) Granting Adequate Protection to Pre-Petition Secured Parties, dated December 30, 2002. Contemporaneously with the filing of this Complaint, Plaintiffs are filing a Motion to approve the Authorization Stipulation.

#### **THE PARTIES AND OTHER KEY PARTICIPANTS**

19. The Committee is the statutory committee of unsecured creditors duly appointed on July 11, 2002 in each of the Debtors' chapter 11 cases by the Office of the United States Trustee for the Southern District of New York.

20. Adelphia is the debtor in Case No. 02-41729 (REG), which commenced on June 25, 2002 (the "Petition Date"). Adelphia is a corporation organized under the laws of the State of Delaware, with its principal place of business on the Petition Date located in the

Commonwealth of Pennsylvania. The remaining Debtors are the two hundred twenty-nine direct and indirect subsidiaries of Adelphia, organized under the laws of various states, which are debtors in Case Nos. 02-12834 (REG) and 02-41730 (REG) through 02-41957 (REG). In addition to Adelphia, the Debtors include: ACC Cable Communications FL-VA, LLC, ACC Cable Holdings VA, Inc., ACC Holdings II, LLC, ACC Investment Holdings, Inc., ACC Operations, Inc., ACC Telecommunications Holdings LLC, ACC Telecommunications LLC, ACC Telecommunications of Virginia LLC, ACC-AMN Holdings, LLC, Adelphia Acquisition Subsidiary, Inc., Adelphia Arizona, Inc., Adelphia Blairsville, LLC, Adelphia Cable Partners, LP, Adelphia Cablevision Associates, LP, Adelphia Cablevision Corp., Adelphia Cablevision of Boca Raton, LLC, Adelphia Cablevision of Fontana, LLC, Adelphia Cablevision of Inland Empire, LLC, Adelphia Cablevision of New York, Inc., Adelphia Cablevision of Newport Beach, LLC, Adelphia Cablevision of Orange County II, LLC, Adelphia Cablevision of Orange County, LLC, Adelphia Cablevision of San Bernardino, LLC, Adelphia Cablevision of Santa Ana, LLC, Adelphia Cablevision of Seal Beach, LLC, Adelphia Cablevision of Simi Valley, LLC, Adelphia Cablevision of the Kennebunks, LLC, Adelphia Cablevision of West Palm Beach III, LLC, Adelphia Cablevision of West Palm Beach IV, LLC, Adelphia Cablevision of West Palm Beach V, LLC, Adelphia Cablevision, LLC, Adelphia California Cablevision, LLC, Adelphia Central Pennsylvania, LLC, Adelphia Cleveland, LLC, Adelphia Communications Corporation, Adelphia Communications International, Inc., Adelphia Communications of California II, LLC, Adelphia Communications of California III, LLC, Adelphia Communications of California, LLC, Adelphia Company of Western Connecticut, Adelphia General Holdings III, Inc., Adelphia GP Holdings, LLC, Adelphia GS Cable, LLC, Adelphia Harbor Center Holdings, LLC, Adelphia Holdings 2001, LLC, Adelphia International II, LLC, Adelphia International III,

LLC, Adelphia Mobile Phones, Inc., Adelphia of the Midwest, Inc., Adelphia Pinellas County, LLC, Adelphia Prestige Cablevision, LLC, Adelphia Telecommunications of Florida, Inc., Adelphia Telecommunications, Inc., Adelphia Wellsville, LLC, Adelphia Western New York Holdings, LLC, Arahova Communications, Inc., Arahova Holdings, LLC, Badger Holding Corporation, Better TV, Inc. of Bennington, Blacksburg/Salem Cablevision, Inc., Brazas Communications, Inc., Buenavision Telecommunications, Inc., Cable Sentry Corporation, California Ad Sales, LLC, CCC-III, Inc., CCC-Indiana, Inc., CCH Indiana, LP, CDA Cable, Inc., Century Advertising, Inc., Century Alabama Corp., Century Alabama Holding Corp., Century Australia Communications Corp., Century Berkshire Cable Corp., Century Cable Holding Corp., Century Cable Holdings, LLC, Century Cable Management Corporation, Century Cable of Southern California, Century Cablevision Holdings, LLC, Century Carolina Corp., Century Colorado Springs Corp., Century Colorado Springs Partnership, Century Cullman Corp., Century Enterprise Cable Corp., Century Exchange, LLC, Century Federal, Inc., Century Granite Cable Television Corp., Century Huntington Company, Century Indiana Corp., Century Investment Holding Corp., Century Investors, Inc., Century Island Associates, Inc., Century Island Cable Television Corp., Century Kansas Cable Television Corp., Century Lykens Cable Corp., Century Mendocino Cable Television Inc., Century Mississippi Corp., Century Mountain Corp., Century New Mexico Cable Television, Century Norwich Corp., Century Ohio Cable Television Corp., Century Oregon Cable Corp., Century Pacific Cable TV Inc., Century Programming, Inc., Century Realty Corp., Century Shasta Cable Television Corp., Century Southwest Colorado Cable Television Corp., Century Telecommunications, Inc., Century Trinidad Cable Television Corp., Century Virginia Corp., Century Voice and Data Communications, Inc., Century Warrick Cable Corp., Century Washington Cable Television, Inc., Century Wyoming Cable Television

Corp., Century-TCI California Communications, LP, Century-TCI California, LP, Century-TCI Holdings, LLC, Chelsea Communications, Inc., Chelsea Communications, LLC, Chestnut Street Services, LLC, Clear Cablevision, Inc., CMA Cablevision Associates VII, LP, CMA Cablevision Associates XI, LP, Coral Security, Inc., Cowlitz Cablevision, Inc., CP-MDU I LLC, CP-MDU II LLC, E. & E. Cable Service, Inc., Eastern Virginia Cablevision Holdings, LLC, Eastern Virginia Cablevision, LP, Empire Sports Network, LP, FAE Cable Management Corporation, FOP Indiana, LP, FrontierVision Access Partners, LLC, FrontierVision Cable New England, Inc., FrontierVision Capital Corporation, FrontierVision Holdings Capital Corporation, FrontierVision Holdings Capital II Corporation, FrontierVision Holdings, LLC, FrontierVision Holdings, LP, FrontierVision Operating Partners, LLC, FrontierVision Operating Partners, LP, FrontierVision Partners, LP, Ft. Myers Acquisition Limited Partnership, Ft. Myers Cablevision, LLC, Genesis Cable Communications Subsidiary LLC, Global Acquisition Partners, LP, Global Cablevision II, LLC, Grafton Cable Company, GS Cable, LLC, GS Telecommunications LLC, Harron Cablevision of New Hampshire, Inc., Huntington CATV, Inc., Imperial Valley Cablevision, Inc., Kalamazoo County Cablevision, Inc., Key Biscayne Cablevision, Kootenai Cable, Inc., Lake Champlain Cable Television Corporation, Leadership Acquisition Limited Partnership, Louisa Cablevision, Inc., Manchester Cablevision, Inc., Martha's Vineyard Cablevision, LP, Mercury Communications, Inc., Mickelson Media of Florida, Inc., Mickelson Media, Inc., Montgomery Cablevision, Inc., Monument Colorado Cablevision, Inc., Mountain Cable Communications Corporation, Mountain Cable Company, LP, Mt. Lebanon Cablevision, Inc., Multi-Channel TV Cable Company, National Cable Acquisition Associates, LP, Olympus Cable Holdings, LLC, Olympus Capital Corporation, Olympus Communications Holdings, LLC, Olympus Communications, LP, Olympus Subsidiary, LLC, Owensboro Indiana, LP, Owensboro

on the Air, Inc., Owensboro-Brunswick, Inc., Page Time, Inc., Palm Beach Group Cable Joint Venture, Palm Beach Group Cable, Inc., Paragon Cable Television, Inc., Paragon Cablevision Construction Corporation, Paragon Cablevision Management Corporation, Parnassos Communications, LP, Parnassos Holdings, LLC, Parnassos, LP, Pericles Communications Corporation, Pullman TV Cable Co., Inc., RentaVision of Brunswick, Inc., Richmond Cable Television Corporation, Rigpal Communications, Inc., Robinson/Plum Cablevision, LP, S/T Cable Corporation, Sabres, Inc., Scranton Cablevision, Inc., Sentinel Communications of Muncie, Indiana, Inc., Southeast Florida Cable, Inc., Southwest Colorado Cable, Inc., Southwest Virginia Cable, Inc., Star Cable Inc., Starpoint Limited Partnership, SVHH Cable Acquisition, LP, SVHH Holdings, LLC, Tele-Media Company of Hopewell-Prince George, Tele-Media Company of Tri-States, LP, Tele-Media Investment Partnership, LP, Telesat Acquisition Limited Partnership, Telesat Acquisition, LLC, The Golf Club at Wending Creek Farms, LLC, The Main InternetWorks, Inc., The Westover TV Cable Co. Incorporated, Three Rivers Cable Associates, LP, Timotheos Communications LP, TMC Holdings Corporation, TMC Holdings, LLC, Tri-States, LLC, UCA LLC, Upper St. Clair Cablevision, Inc., US Tele-Media Investment Company, Valley Video, Inc., Van Buren County Cablevision, Inc., Warrick Cablevision, Inc., Warrick Indiana, LP, Wellsville Cablevision, LLC, West Boca Acquisition Limited Partnership, Western NY Cablevision, LP, Westview Security, Inc., Wilderness Cable Company, Young's Cable TV Corp and Yuma Cablevision, Inc.

#### **The Agent Banks And The Investment Banks**

21. Upon information and belief, Bank of America, N.A. ("BofA") is a national banking association acting out of its branch office located in the State of Texas. BofA is being

sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

22. Upon information and belief, Banc of America Securities LLC ("BAS") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of North Carolina. Upon information and belief, BAS is an investment bank that is affiliated, and under common ownership and control, with BofA.

23. Upon information and belief, Bank of Montreal ("BMO") is a banking association organized under the laws of Canada, acting out of its branch office located in the State of Illinois. BMO is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

24. Upon information and belief, BMO Nesbitt Burns Corp. ("BMO NB") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Illinois. Upon information and belief, BMO NB is an investment bank that is affiliated, and under common ownership and control, with BMO.

25. Upon information and belief, Wachovia Bank, National Association (f/k/a First Union National Bank) ("Wachovia") is a national banking association acting out of its branch office located in the State of Illinois. Wachovia is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

26. Upon information and belief, Wachovia Securities, Inc. (f/k/a First Union Securities, Inc.) ("Wachovia Securities") is a corporation organized under the laws of the State of North Carolina, with its principal place of business located in the State of North Carolina. Upon

information and belief, Wachovia Securities is an investment bank that is affiliated, and under common ownership and control, with Wachovia.

27. Upon information and belief, Citibank, N.A. ("Citibank") is a national banking association that acts out of offices located, among other places, in the State of New York and the State of Delaware. Citibank is being sued individually and as agent for various banks currently or formerly parties to credit agreements described herein.

28. Upon information and belief, Citicorp USA, Inc. ("Citicorp") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Citicorp is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

29. Upon information and belief, Citigroup Financial Products, Inc. (f/k/a Salomon Brothers Holding Company, Inc.) ("SBHC") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

30. Upon information and belief, Citigroup Global Markets Holdings, Inc. (f/k/a Salomon Smith Barney Holdings, Inc.), d/b/a Salomon Smith Barney, Inc. ("SSB"), is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, SSB is an investment bank that is affiliated, and under common ownership and control, with Citibank, Citicorp and SBHC.

31. Upon information and belief, ABN AMRO Bank, N.V. ("ABN AMRO") is a banking association organized under the laws of the Netherlands, acting out of its branch office

located in the State of Illinois. ABN AMRO is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

32. Upon information and belief, ABN AMRO Securities LLC ("ABN AMRO Securities") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, ABN AMRO Securities is an investment bank that is affiliated, and under common ownership and control, with ABN AMRO.

33. Upon information and belief, Bank of New York Co., Inc. ("BONY") is a national banking association acting out of its branch office located in the State of New York. BONY is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

34. Upon information and belief, BNY Capital Corp. ("BNY Capital") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, BNY Capital is an investment bank that is affiliated, and under common ownership and control, with BONY.

35. Upon information and belief, The Bank of Nova Scotia ("BNS") is a banking association organized under the laws of Nova Scotia, acting out of its branch office located in the State of New York. BNS is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

36. Upon information and belief, Scotia Capital (USA), Inc. ("Scotia Capital") is a corporation organized under the laws of the State of New York, with its principal place of



business located in the State of New York. Upon information and belief, Scotia Capital is an investment bank that is affiliated, and under common ownership and control, with BNS.

37. Upon information and belief, Barclays Bank PLC ("Barclays") is a banking association under the laws of the United Kingdom, acting out of its branch office located in the State of New York. Barclays is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

38. Upon information and belief, Barclays Capital, Inc. ("Barclays Capital") is a corporation organized under the laws of the State of Connecticut, with its principal place of business located in the State of New York. Upon information and belief, Barclays Capital is an investment bank that is affiliated, and under common ownership and control, with Barclays.

39. Upon information and belief, CIBC, Inc. ("CIBC") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. CIBC is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

40. Upon information and belief, CIBC World Markets Corp. ("CIBC Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, CIBC Securities is an investment bank that is affiliated, and under common ownership and control, with CIBC.

41. Upon information and belief, JP Morgan Chase & Co. (f/k/a Chase Manhattan Corp.) ("Chase") is a national banking association acting out of its branch office located in the

State of New York. Chase is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

42. Upon information and belief, Chase Securities, Inc. ("Chase Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Chase Securities is an investment bank that is affiliated, and under common ownership and control, with Chase.

43. Upon information and belief, Credit Lyonnais, New York Branch ("Credit Lyonnais") is a banking association organized under the laws of France, acting out of its branch of in the State of New York. Credit Lyonnais is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

44. Upon information and belief, Credit Lyonnais Securities (USA), Inc. ("Credit Lyonnais Securities") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, Credit Lyonnais Securities is an investment bank that is affiliated, and under common ownership and control, with Credit Lyonnais.

45. Upon information and belief, Credit Suisse First Boston, New York Branch, ("CSFB") is a banking association organized under the laws of Switzerland, acting out of its branch office located in the State of New York. CSFB is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

46. Upon information and belief, Credit Suisse First Boston (USA) Inc. ("CSFB Securities") is a corporation organized under the laws of the State of Delaware, with its principal

place of business located in the State of New York. Upon information and belief, CSFB Securities is an investment bank that is affiliated, and under common ownership and control, with CSFB.

47. Upon information and belief, Deutsche Bank AG (f/k/a Bankers Trust Company) ("Deutsche Bank") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York. Deutsche Bank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

48. Upon information and belief, Deutsche Banc Alex Brown, Inc. (f/k/a BT Alex Brown, Inc.) ("Deutsche Bank Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Deutsche Bank Securities is an investment bank that is affiliated, and under common ownership and control, with Deutsche Bank.

49. Upon information and belief, DLJ Capital Funding, Inc. ("DLJ") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. DLJ is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

50. Upon information and belief, Donaldson Lufkin & Jenrette, Inc. ("DLJ Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, DLJ Securities is an investment bank that is affiliated, and under common ownership and control, with DLJ.

51. Upon information and belief, Fleet National Bank ("Fleet") is a national banking association acting out of its branch office located in the Commonwealth of Massachusetts. Fleet is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

52. Upon information and belief, Fleet Securities, Inc. ("Fleet Securities") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York. Upon information and belief, Fleet Securities is an investment bank that is affiliated, and under common ownership and control, with Fleet.

53. Upon information and belief, Merrill Lynch Capital Corp. ("Merrill Lynch") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Merrill Lynch is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

54. Upon information and belief, Merrill Lynch & Co., Inc. ("Merrill Lynch Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Merrill Lynch Securities is an investment bank that is affiliated, and under common ownership and control, with Merrill Lynch.

55. Upon information and belief, Morgan Stanley Senior Funding, Inc. ("Morgan Stanley") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Morgan Stanley is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

56. Upon information and belief, Morgan Stanley & Co., Inc. ("Morgan Stanley Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, Morgan Stanley Securities is an investment bank that is affiliated, and under common ownership and control, with Morgan Stanley.

57. Upon information and belief, PNC Bank Corp. ("PNC Bank") is a national banking association, acting out of its branch office located in the Commonwealth of Pennsylvania. PNC Bank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

58. Upon information and belief, PNC Capital Markets, Inc. ("PNC Capital Markets") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the Commonwealth of Pennsylvania. Upon information and belief, PNC Capital Markets is an investment bank that is affiliated, and under common ownership and control, with PNC.

59. Upon information and belief, The Royal Bank of Scotland, plc ("Royal Bank of Scotland") is a banking association organized under the laws of the United Kingdom, acting out of its branch office located in the State of New York. Royal Bank of Scotland is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

60. Upon information and belief, Societe Generale, S.A. ("Societe Generale") is a banking association organized under the laws of France acting out of its branch office located in

the State of New York. Societe Generale is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

61. Upon information and belief, SG Cowen Securities Corporation ("SG Cowen") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York. Upon information and belief, SG Cowen is an investment bank that is affiliated, and under common ownership and control, with Societe Generale.

62. Upon information and belief, SunTrust Banks, Inc. ("SunTrust") is a national banking association acting out of its branch office located in the State of Georgia. SunTrust is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

63. Upon information and belief, SunTrust Securities, Inc. ("SunTrust Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Georgia. Upon information and belief, SunTrust Securities is an investment bank that is affiliated, and under common ownership and control, with SunTrust.

64. Upon information and belief, Toronto Dominion (Texas), Inc. ("TDI") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Texas. TDI is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

65. Upon information and belief, TD Securities (USA) Inc. ("TD Securities") is a corporation organized under the laws of the State of Delaware, with its principal place of

business located in the State of New York. Upon information and belief, TD Securities is an investment bank that is affiliated, and under common ownership and control, with TDI.

66. Upon information and belief, The Fuji Bank, Limited ("Fuji Bank") is a banking association organized under the laws of Japan, acting out of its branch office located in the State of New York. Fuji Bank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

67. Upon information and belief, The Mitsubishi Trust and Banking Corporation ("Mitsubishi Trust") is a corporation organized under the laws of Japan, acting out of its branch office located in the State of New York. Mitsubishi Trust is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

68. Upon information and belief, Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland," New York Branch ("Rabobank") is a banking association organized under the laws of the Netherlands, acting out of its branch office located in the State of New York. Rabobank is being sued individually and as an agent for various banks currently or formerly parties to credit agreements described herein.

69. BofA, BMO, Wachovia, Citibank, Citicorp, ABN AMRO, BONY, BNS, Barclays, CIBC, Chase, Credit Lyonnais, CSFB, Deutsche Bank, DLJ, Fleet, Merrill Lynch, Morgan Stanley, PNC Bank, Royal Bank of Scotland, Societe Generale, SunTrust, TDI, Fuji Bank, Mitsubishi Trust, and Rabobank are collectively referred to herein as the "Agent Banks."

70. BAS, BMO NB, Wachovia Securities, SSB, ABN AMRO Securities, BNY Capital Markets, Scotia Capital, Barclays Capital, CIBC Securities, Chase Securities, Credit

Lyonnais Securities, CSFB Securities, Deutsche Bank Securities, DLJ Securities, Fleet Securities, Merrill Lynch Securities, Morgan Stanley Securities, PNC Capital Markets, Royal Bank of Scotland, SG Cowen, SunTrust Securities, and TD Securities are collectively referred to herein as the "Investment Banks."

**The Non-Agent Banks**

71. Upon information and belief, Bayerische Landesbank Girozentrale ("BLG") is a banking association organized under the laws Germany, acting of if its branch office located in the State of New York.

72. Upon information and belief, Credit Industriel Et Commercial ("Credit Industriel") is a banking association organized under the laws of France, acting out of its branch office in the State of New York.

73. Upon information and belief, CypressTree Investment Fund, LLC ("CypressTree") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

74. Upon information and belief, Debt Strategies, Inc. ("Merrill Lynch Debt Fund") is a corporation organized under the laws of the State of Maryland, with its principal place of business located in the State of New Jersey.

75. Upon information and belief, DG Bank Deutsche Genossenschaftsbank ("DG Bank") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York.



76. Upon information and belief, Farmers & Merchants Bancorp Inc. ("FMB") is a corporation organized under the laws of the State of Ohio, with its principal place of business located in the State of Ohio.

77. Upon information and belief, Fifth Third Bancorp ("Fifth Third") is a corporation organized under the laws of the State of Ohio, with its principal place of business located in the State of Ohio.

78. Upon information and belief, First Allmerica Financial Life Insurance Company ("First Allmerica") is a corporation organized under the laws of the State of Maine, with its principal place of business located in the State of Maine.

79. Upon information and belief, Firststar Bank, N.A. ("Firststar Bank") is a national banking association acting out of its branch office located in the State of Illinois.

80. Upon information and belief, Foothill Income Trust II, L.P. ("Foothill") is a limited partnership organized under the laws of the State of Delaware, with its principal place of business located in the State of California.

81. Upon information and belief, Franklin Floating Rate Trust ("Franklin Trust") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of California.

82. Upon information and belief, Jackson National Life Insurance Company ("Jackson National") is a corporation organized under the laws of the State of Michigan, with its principal place of business located in the State of Michigan.

83. Upon information and belief, Kemper Floating Rate Fund ("Kemper Fund") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of Illinois.

84. Upon information and belief, KZH Cypressstree-1 LLC ("KZH Cypressstree") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

85. Upon information and belief, KZH III LLC ("KZH III") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

86. Upon information and belief, KZH ING-2 LLC ("KZH ING") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

87. Upon information and belief, KZH Langdale LLC ("KZH Langdale") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

88. Upon information and belief, KZH Pondview LLC ("KZH Pondview ") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

89. Upon information and belief, KZH Shoshone LLC ("KZH Shoshone") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

90. Upon information and belief, KZH Waterside LLC ("KZH Waterside") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

91. Upon information and belief, Liberty Floating Rate Advantage Fund (f/k/a Liberty-Stein Roe Advisor Floating Rate Advantage Fund) ("Liberty-Stein") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the Commonwealth of Massachusetts.

92. Upon information and belief, Master Senior Floating Rate Trust ("Merrill Lynch Trust") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New Jersey.

93. Upon information and belief, Meespierson Capital Corp. ("Meespierson") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut.

94. Upon information and belief, Mellon Bank, N.A. ("Mellon Bank") is a national banking association acting out of its branch office located in the State of Texas.

95. Upon information and belief, Merrill Lynch Senior Floating Rate Fund, Inc. ("Merrill Lynch Floating Rate Fund") is a corporation organized under the laws of the State of Maryland, with its principal place of business located in the State of New Jersey.

96. Upon information and belief, Natexis Banques Populaires Group ("Natexis") is a banking association organized under the laws of France, acting out of its branch office located in the State of New Jersey.

97. Upon information and belief, National City Bank of Pennsylvania ("NCBP") is a national banking association, acting out of its branch office located in the Commonwealth of Pennsylvania.

98. Upon information and belief, North American Senior Floating Rate Fund, Inc. ("Cypress Tree Floating Rate Fund") is an investment company organized under the laws of the State of Maryland, with its principal place of business located in the Commonwealth of Massachusetts.

99. Upon information and belief, Olympic Funding Trust, Series 1999 ("Olympic Funding") is an investment company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

100. Upon information and belief, Oppenheimer Senior Floating Rate Fund ("Oppenheimer") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of New York.

101. Upon information and belief, Pinehurst Trading, Inc. ("Pinehurst") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

102. Upon information and belief, Principal Life Insurance Company ("Principal Life") is a corporation organized under the laws of the State of Iowa, with its principal place of business located in the State of Iowa.

103. Upon information and belief, Riviera Funding LLC ("Riviera Funding") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of North Carolina.

104. Upon information and belief, Royal Bank of Canada ("Royal Bank of Canada") is a banking association organized under the laws of Canada, acting out of its branch office located in the State of New York.

105. Upon information and belief, Senior High Income Portfolio, Inc. ("Merrill Lynch Portfolio") is a corporation organized under the laws of the State of Maryland, with its principal place of business located in the State of New Jersey.

106. Upon information and belief, Stanwich Loan Funding LLC ("Stanwich") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

107. Upon information and belief, Stein Roe Floating Rate Limited Liability Company ("Stein Roe") is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located in the Commonwealth of Massachusetts.

108. Upon information and belief, Sumitomo Mitsui Banking Corporation ("Sumitomo") is a corporation organized under the laws of the Japan, with its principal place of business located in the State of New York.

109. Upon information and belief, The Dai-Ichi Kangyo Bank, Ltd. ("Dai-Ichi Kangyo") is a banking association organized under the laws of Japan, acting out of its branch office located in the State New York.

110. Upon information and belief, The Industrial Bank of Japan, Limited ("Industrial Bank of Japan") is a banking association organized under the laws of Japan, acting out of its branch office located in the State of New York.

111. Upon information and belief, The Toronto-Dominion Bank ("Toronto Dominion") is a banking association organized under the laws of Canada, acting out its branch office located in the State of New York.

112. Upon information and belief, U.S. Bank National Association ("U.S. Bank") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Nebraska.

113. Upon information and belief, UBS AG, Stamford Branch ("UBS") is a banking association organized under the laws of Switzerland, acting out of its branch office located in the State of Connecticut.

114. Upon information and belief, United of Omaha Life Insurance Company ("United of Omaha") is a corporation organized under the laws of the State of Nebraska, with its principal place of business located in the State of Nebraska.

**The Non-Co-Borrowing Banks**

115. Upon information and belief, Bank One, N.A. ("Bank One") is a national banking association acting out of its branch office located in the State of New York.

116. Upon information and belief, BankBoston, N.A. ("BankBoston") is a national banking association acting out of its branch office located in the Commonwealth of Massachusetts.

117. Upon information and belief, Banque Nationale de Paris ("BNP") is a banking association organized under the laws of France, acting out of its branch office located in the State of New York.

118. Upon information and belief, Bayerische Hypothek und Vereinsbank AG ("BHV") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York.

119. Upon information and belief, BNP Paribas ("Bank Paribas") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

120. Upon information and belief, Citizens Bank of Rhode Island ("CBRI") is a national banking association acting out of its branch office located in the State of Rhode Island.

121. Upon information and belief, Credit Agricole Indosuez ("CAI") is a banking association organized under the laws of France, acting out of its branch office located in the State of New York.

122. Upon information and belief, Credit Locale de France -- New York Agency ("Credit Locale") is a banking association organized under the laws of France, acting out of its branch office located in the State of New York.

123. Upon information and belief, Dresdner Bank AG ("Dresdner Bank") is a banking association organized under the laws of Germany, acting out of its branch office located in the State of New York.

124. Upon information and belief, First Hawaiian Bank ("First Hawaiian") is a national banking association acting out of its branch office located in the State of Hawaii.

125. Upon information and belief, First National Bank of Chicago ("FNBC") is a national banking association acting out of its branch office located in the State of Illinois.

126. Upon information and belief, First National Bank of Maryland ("FNBM") is a national banking association acting out of its branch office located in the State of Maryland.

127. Upon information and belief, General Electric Capital Corporation ("GECC") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut.

128. Upon information and belief, Goldman Sachs Credit Partners, L.P. ("GSLP") is a limited partnership organized under the laws of Bermuda, with its principal place of business located in the State of New York.

129. Upon information and belief, ING Prime Rate Trust (f/k/a Pilgrim America Prime Rate Trust) ("ING Trust") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of Arizona.



130. Upon information and belief, KZH Holding Corporation III ("KZH Holding") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

131. Upon information and belief, Manufacturers and Traders Trust Company ("MTTC") is a national banking association acting out of its branch office located in the State of New York.

132. Upon information and belief, Morgan Guaranty Trust Company ("Morgan Guaranty") is a corporation organized under the laws of the State of New York, with its principal place of business located in the State of New York.

133. Upon information and belief, Octagon Credit Investors Loan Portfolio ("Octagon") is an investment company organized under the laws of the State of New York, with its principal place of business located in the State of New York.

134. Upon information and belief, PFL Life Insurance Company ("PFL Life") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut.

135. Upon information and belief, Royalton Company ("Royalton") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

136. Upon information and belief, The Long-Term Credit Bank of Japan ("Long-Term Credit") is a banking association organized under the laws of Japan, acting out of its branch office located in the State of New York.

137. Upon information and belief, The Travelers Insurance Company ("Travelers") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of Connecticut.

138. Upon information and belief, Union Bank of California, N.A. ("UBC") is a national banking association acting out of its branch office located in the State of California.

139. Upon information and belief, Van Kampen American Capital Prime Rate Trust ("Van Kampen Trust") is an investment company organized under the laws of the Commonwealth of Massachusetts, with its principal place of business located in the State of Illinois.

140. Upon information and belief, Webster Bank ("Webster Bank") is a national banking association acting out of its branch office located in the State of Connecticut.

141. Upon information and belief, Goldman Sachs & Co. ("Goldman Sachs") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the State of New York.

142. Upon information and belief, HSBC Bank USA ("HSBC") is a national banking association, acting out of its branch office located in the State of New York.

143. Upon information and belief, Key Bank of New York ("Key Bank") is a national banking association, acting out of its branch office located in the State of New York.

### The Assignees

144. Upon information and belief, Abbey National Treasury Services is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

145. Upon information and belief, Addison CDO, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

146. Upon information and belief, AG Capital Funding is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

147. Upon information and belief, AIM Floating Rate Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

148. Upon information and belief, AIMCO CLO Series, 2000-A is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

149. Upon information and belief, AIMCO CLO Series, 2001-A is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

150. Upon information and belief, Allstate Investments, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

151. Upon information and belief, Allstate Life Insurance Co. is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

152. Upon information and belief, Alpha US Fund II, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

153. Upon information and belief, Amaranth Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

154. Upon information and belief, AMMC CDO I, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

155. Upon information and belief, AMMC CDO II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

156. Upon information and belief, Apex (IDM) CDO I Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

157. Upon information and belief, Apex (Trimaran) CDO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

158. Upon information and belief, Archimedes Funding II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

159. Upon information and belief, Archimedes Funding III Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

160. Upon information and belief, Archimedes Funding IV Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

161. Upon information and belief, Ares Finance-II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

162. Upon information and belief, Ares CLO Management LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

163. Upon information and belief, Ares Leveraged Investment Fund II, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

164. Upon information and belief, Ares III CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

165. Upon information and belief, Ares IV CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

166. Upon information and belief, Ares V CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

167. Upon information and belief, Ares VI CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

168. Upon information and belief, Athena CDO Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

169. Upon information and belief, Aurum CLO 2002 - Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

170. Upon information and belief, Avalon Capital Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

171. Upon information and belief, Avalon Capital Ltd. 2 is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

172. Upon information and belief, B & W Master Tobacco Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

173. Upon information and belief, Balanced High Yield Fund II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

174. Upon information and belief, Ballyrock CDO I Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

175. Upon information and belief, Bear Stearns Investment Products is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

176. Upon information and belief, Bear, Stearns & Co., Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

177. Upon information and belief, Blue Square Funding Series 3 is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

178. Upon information and belief, Boston Income Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

179. Upon information and belief, Broad Foundation is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

180. Upon information and belief, California Public Employees Retirement System is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

181. Upon information and belief, Captiva IV Finance Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

182. Upon information and belief, Caravelle Investment Fund II, L.L.C. is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

183. Upon information and belief, Carlyle High Yield Partners II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

184. Upon information and belief, Centurion CDO II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Minnesota.



185. Upon information and belief, Centurion CDO III, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Minnesota.

186. Upon information and belief, Century Interest is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

187. Upon information and belief, Century Post Petition Interest is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

188. Upon information and belief, Ceres II Finance Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

189. Upon information and belief, Charter View Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

190. Upon information and belief, CIGNA Investments, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

191. Upon information and belief, Citadel Hill 2000 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

192. Upon information and belief, Clydesdale CLO 2001-1 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

193. Upon information and belief, Columbus Loan Funding Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

194. Upon information and belief, Constantinus Eaton Vance CDO V Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

195. Upon information and belief, Continental Casualty Company is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

196. Upon information and belief, CSAM Funding I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

197. Upon information and belief, CSAM Funding II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

198. Upon information and belief, D.E. Shaw & Co. LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

199. Upon information and belief, D.E. Shaw Laminar Portfolios, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

200. Upon information and belief, DB Structured Products, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

201. Upon information and belief, Debt Strategies Fund II, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

202. Upon information and belief, Debt Strategies Fund III, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

203. Upon information and belief, Delano Company #274 is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

204. Upon information and belief, DZ Bank AG Deutsche Zentral-Genossenschaftsbank is a financial institution engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

205. Upon information and belief, Eaton Vance CDO II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

206. Upon information and belief, Eaton Vance Institutional Senior Loan Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

207. Upon information and belief, Eaton Vance Management is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

208. Upon information and belief, Eaton Vance Senior Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

209. Upon information and belief, ELC Cayman Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

210. Upon information and belief, ELC (Cayman) Ltd. CDO Series 1999-I is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

211. Upon information and belief, ELC (Cayman) Ltd. Series 1999-I is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

212. Upon information and belief, ELC Cayman Ltd. 1999-III is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

213. Upon information and belief, ELC (Cayman) Ltd. 2000-I is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

214. Upon information and belief, ELF Funding Trust I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

215. Upon information and belief, ELF Funding Trust III is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

216. Upon information and belief, Eli Broad is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

217. Upon information and belief, Emerald Orchard Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

218. Upon information and belief, Endurance CLO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

219. Upon information and belief, Erste Bank New York is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

220. Upon information and belief, Evergreen Funding Ltd., Co. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Indiana.

221. Upon information and belief, FC CBO IV Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

222. Upon information and belief, Fidelity Advisor Floating Rate High Income Fund (161) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

223. Upon information and belief, Fidelity Advisors Series II: Fidelity Advisor Floating Rate High Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

224. Upon information and belief, Fidelity Charles Street Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

225. Upon information and belief, Fidelity High Yield Collective is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

226. Upon information and belief, Fidelity School Street Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

227. Upon information and belief, First Dominion Funding I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

228. Upon information and belief, First Dominion Funding II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

229. Upon information and belief, First Dominion Funding III is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

230. Upon information and belief, Flagship CLO 2001-1 is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

231. Upon information and belief, Flagship CLO II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

232. Upon information and belief, Fortis Capital Corp. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

233. Upon information and belief, Franklin Advisor, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

234. Upon information and belief, Franklin CLO I, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

235. Upon information and belief, Franklin CLO II, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

236. Upon information and belief, Franklin CLO III, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

237. Upon information and belief, Franklin Floating Rate Daily Access Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

238. Upon information and belief, Franklin Floating Rate Master Series is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

239. Upon information and belief, Franklin Floating Rate Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.



240. Upon information and belief, Galaxy CLO 1999-1 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

241. Upon information and belief, Gleneagles Trading LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

242. Upon information and belief, Goldentree Loan Opportunities I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

243. Upon information and belief, Goldentree Loan Opportunities II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

244. Upon information and belief, Goldentree High Yield Master Fund, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

245. Upon information and belief, Goldentree High Yield Opportunities II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

246. Upon information and belief, Grayson & Co. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

247. Upon information and belief, Great Point CLO 1999-1 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

248. Upon information and belief, Greystone CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

249. Upon information and belief, GSC Recovery IIA, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

250. Upon information and belief, GT High Yield Value Master Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

251. Upon information and belief, Halcyon Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

252. Upon information and belief, Hamilton CDO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

253. Upon information and belief, Harbour Town Funding LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.